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BEFORE THE ARIZONA CORPORATION C

COMMISSIONERS

LEA MÁRQUEZ PETERSON - Chairwoman
 SANDRA D. KENNEDY
 JUSTIN OLSON
 ANNA TOVAR
 JIM O'CONNOR

In the matter of)

MY TRADER COIN, a.k.a. MTCoin, a.k.a.
 mytradercoin.com, a foreign entity,)

NOW MINING, LLC, an Arizona limited
 liability company,)

JONATHAN SIFUENTES SAUCEDO, an
 individual,)

MARIO E. MAGANA SOSA and Alejandra
 Sosa (a.k.a. Juliet Alejandra Roza), husband
 and wife,)

MOISES HERRERA, SR. and Yolanda
 Herrera, husband and wife,)

CARLOS PARRA and Noahmi Parra,
 husband and wife,)

Respondents.)

) DOCKET NO. S-21108A-20-0181

) DECISION NO. 78355

) **ORDER TO CEASE AND DESIST, ORDER
 FOR RESTITUTION, ORDER FOR
 ADMINISTRATIVE PENALTIES, AND
 CONSENT TO SAME**

) **BY: RESPONDENT NOW MINING, LLC**

DOCKETED

DEC 28 2021

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Respondent Now Mining, LLC ("Now Mining" or "Respondent") elects to permanently waive any right to a hearing and appeal under Articles 11 and 12 of the Securities Act of Arizona, A.R.S. § 44-1801 *et seq.* ("Securities Act") with respect to this Order to Cease and Desist, Order for Restitution, Order for Administrative Penalties, and Consent to Same ("Order"). Respondent admits the jurisdiction of the Arizona Corporation Commission ("Commission"); admits only for purposes of this proceeding and any other proceeding in which the Commission is a party the Findings of Fact and Conclusions of Law contained in this Order; and consents to the entry of this Order by the Commission.

I.**FINDINGS OF FACT**

1. Respondent Now Mining, LLC was formed in Arizona on October 10, 2017. Prior to being formed in Arizona, Now Mining had a website, www.mynowmining.com, and operated as an unregistered entity in Arizona. Now Mining is a manager-managed LLC and lists Agetro FWH, LLC as its Manager in its articles of organization. Agetro's initial manager listed in its articles of organization was Future Currency, LP; about a year after it was formed, Agetro amended its articles to make Luis Ortega its manager. In all these corporate filings, Now Mining, Agetro and Ortega each listed the same address on Dysart Road in Litchfield Park, Arizona.

2. Respondent described itself as a company that would use mining robots to obtain bitcoin. Respondent would pool investor funds to pay for the robots. Investors and Now Mining would make money from the profits obtained from the bitcoin.

3. Respondent sold these investments via multilevel marketing that included bonuses for referring customers to Now Mining and for selling Now Mining plans. Respondent's multilevel marketing operations resulted in offers and sales from at least three of the individual respondents in this case, targeting the Phoenix, Hispanic community.

4. Through these multilevel marketing operations, Respondent offered and sold investments to the three Arizona investors described in this Order for a total of \$46,500.

5. The three Now Mining investors described in this Order received a one-page registration form in exchange for their investment. The form was on Now Mining stationary with the company logo, with a quote "Trust is Our Currency" and the company's web address, www.nowmining.com, printed on the bottom of the page. The registration form had the investor's name and showed the amount invested. Two of the forms showed the name of the sponsor, i.e. who sold the investment, written in the space provided for entering sponsor information. The forms did not contain any disclosures about the company or of risks associated with the investment.

6. These offerees and investors were told that Now Mining was a profitable, safe investment that was already generating income, and would generate income faster than another high-income-generating bitcoin investment.

7. Respondent never disclosed to offerees and investors the risks of investing in Now Mining. These include risks associated with investing in bitcoin/cryptocurrency companies, for example, that bitcoin and cryptocurrency markets are speculative markets prone to rapid fluctuations. Respondent also failed to disclose risks associated with investing with a business with little operating history and that depended on multilevel marketing to generate an income, including, for example, that it will be difficult then impossible to continue adding levels of purchasers/sellers below each layer of existing purchasers/sellers.

II.

CONCLUSIONS OF LAW

1. The Commission has jurisdiction over this matter pursuant to Article XV of the Arizona Constitution and the Securities Act.

2. Respondent offered or sold securities within or from Arizona, within the meaning of A.R.S. §§ 44-1801(16), 44-1801(22), and 44-1801(27).

3. Respondent violated A.R.S. § 44-1841 by offering or selling securities that were neither registered nor exempt from registration.

4. Respondent violated A.R.S. § 44-1842 by offering or selling securities while neither registered as a dealer or salesman nor exempt from registration.

5. Respondent violated A.R.S. § 44-1991 by making untrue statements or misleading omissions of material facts, and engaging in transactions, practices, or courses of business that operate or would operate as a fraud or deceit.

6. Respondent's conduct is grounds for a cease and desist order pursuant to A.R.S. § 44-2032.

7. Respondent's conduct is grounds for an order of restitution pursuant to A.R.S. § 44-2032.

8. Respondent's conduct is grounds for administrative penalties under A.R.S. § 44-2036.

III.

ORDER

THEREFORE, on the basis of the Findings of Fact, Conclusions of Law, and Respondent's consent to the entry of this Order, attached and incorporated by reference, the Commission finds that the following relief is appropriate, in the public interest, and necessary for the protection of investors:

IT IS ORDERED, pursuant to A.R.S. § 44-2032, that Respondent, and any of Respondent's agents, employees, successors and assigns, permanently cease and desist from violating the Securities Act.

IT IS FURTHER ORDERED that Respondent complies with the attached Consent to Entry of Order.

IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2032, that Respondent pay restitution to the Commission in the principal amount of \$ 46,500 as a result of the conduct set forth in the Findings of Fact and Conclusions of Law. Payment is due in full on the date of this Order. Payment shall be made to the "State of Arizona" to be placed in an interest-bearing account controlled by the Commission. Any principal amount outstanding shall accrue interest at the rate of ten percent per annum from the date of purchase until the date of this Order, subject to any legal offsets, pursuant to A.A.C. R14-4-308(C).

IT IS FURTHER ORDERED that the restitution ordered in the preceding paragraph will accrue interest, as of the date of the Order, at the rate of the lesser of (i) ten percent per annum or (ii) at a rate per annum that is equal to one per cent plus the prime rate as published by the board of

1 governors of the federal reserve system in statistical release H. 15 or any publication that may
2 supersede it on the date that the judgment is entered.

3 The Commission shall disburse the funds on a pro-rata basis to investors shown on the
4 records of the Commission. Any restitution funds that the Commission cannot disburse because an
5 investor refuses to accept such payment, or any restitution funds that cannot be disbursed to an
6 investor because the investor is deceased shall be disbursed on a pro-rata basis to the remaining
7 investors shown on the records of the Commission. Any funds that the Commission determines it is
8 unable to or cannot feasibly disburse shall be transferred to the general fund of the state of Arizona.

9 IT IS FURTHER ORDERED, pursuant to A.R.S. § 44-2036, Respondent shall pay an
10 administrative penalty in the amount of \$10,000 as a result of the conduct set forth in the Findings
11 of Fact and Conclusions of Law. Payment is due in full on the date of this Order. Payment shall be
12 made to the "State of Arizona." Any amount outstanding shall accrue interest as allowed by law.

13 IT IS FURTHER ORDERED that payments received by the state of Arizona shall first be
14 applied to the restitution obligation. Upon payment in full of the restitution obligation, payments
15 shall be applied to the penalty obligation.

16 For purposes of this Order, a bankruptcy filing by Respondent shall be an act of default. If
17 Respondent does not comply with this Order, any outstanding balance may be deemed in default
18 and shall be immediately due and payable.

19 IT IS FURTHER ORDERED, that if Respondent fails to comply with this order, the
20 Commission may bring further legal proceedings against Respondent, including application to the
21 superior court for an order of contempt.

22 IT IS FURTHER ORDERED, that no finding of fact or conclusion of law contained in this
23 Order shall be deemed binding against any Respondent under this Docket Number who has not
24 consented to the entry of this Order.

25 IT IS FURTHER ORDERED removing Respondent from the Service List for future filings
26 in this Docket Number.

IT IS FURTHER ORDERED that this Order shall become effective immediately.

BY ORDER OF THE ARIZONA CORPORATION COMMISSION


CHAIRWOMAN MARQUEZ PETERSON


COMMISSIONER KENNEDY

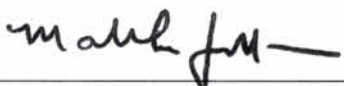

COMMISSIONER OLSON


COMMISSIONER TOVAR


COMMISSIONER O'CONNOR



IN WITNESS WHEREOF, I, MATTHEW J. NEUBERT, Executive Director of the Arizona Corporation Commission, have hereunto set my hand and caused the official seal of the Commission to be affixed at the Capitol, in the City of Phoenix, this 28 day of December, 2021.


MATTHEW J. NEUBERT
EXECUTIVE DIRECTOR

DISSENT

DISSENT

This document is available in alternative formats by contacting Carolyn D. Buck, ADA Coordinator, voice phone number (602) 542-3931, e-mail cdbuck@azcc.gov.

(RJM)

CONSENT TO ENTRY OF ORDER

1
2 1. Respondent Now Mining admits the jurisdiction of the Commission over the subject
3 matter of this proceeding. Respondent acknowledges that it has been fully advised of Respondent's
4 right to a hearing to present evidence and call witnesses and Respondent knowingly and voluntarily
5 waives any and all rights to a hearing before the Commission and all other rights otherwise
6 available under Article 11 of the Securities Act and Title 14 of the Arizona Administrative Code.
7 Respondent acknowledges that this Order constitutes a valid final order of the Commission.

8 2. Respondent knowingly and voluntarily waives any right under Article 12 of the
9 Securities Act to judicial review by any court by way of suit, appeal, or extraordinary relief
10 resulting from the entry of this Order.

11 3. Respondent acknowledges and agrees that this Order is entered into freely and
12 voluntarily and that no promise was made or coercion used to induce such entry.

13 4. Respondent has been represented by an attorney in this matter. Respondent has
14 reviewed this order with its attorney, **David Williams of the firm Davis Miles**, and understands all
15 terms it contains. Respondent acknowledges that its attorney has apprised them of their rights
16 regarding any conflicts of interest arising from dual representation. Respondent acknowledges that
17 it has given its informed consent to such representation.

18 5. Respondent admits only for purposes of this proceeding and any other proceeding in
19 which the Commission is a party the Findings of Fact and Conclusions of Law contained in this
20 Order. Respondent agrees that it shall not contest the validity of the Findings of Fact and
21 Conclusions of Law contained in this Order in any present or future proceeding in which the
22 Commission is a party.

23 6. Respondents further agrees that it will not deny or contest the Findings of Fact and
24 Conclusions of Law contained in this Order in any present or future: (a) bankruptcy proceeding, or
25 (b) non-criminal proceeding in which the Commission is a party (collectively, "proceeding(s)").
26 They further agree that in any such proceedings, the Findings of Fact and Conclusions of Law

1 contained in this Order may be taken as true and correct and that this Order shall collaterally estop
2 them from re-litigating with the Commission or any other state agency, in any forum, the accuracy
3 of the Findings of Fact and Conclusions of Law contained in this Order. In the event Respondent
4 pursues bankruptcy protection in the future, it further agrees that in such bankruptcy proceeding,
5 pursuant to 11 U.S.C. § 523(a)(19), the following circumstances exist:

6 A. The obligations incurred as a result of this Order are a result of the conduct set forth
7 in the Findings of Fact and Conclusions of Law in the Order and are for the violation of Arizona
8 state securities laws, pursuant to 11 U.S.C. § 523(a)(19)(A)(i);

9 B. This Order constitutes a judgment, order, consent order, or decree entered in a state
10 proceeding pursuant to 11 U.S.C. § 523(a)(19)(B)(i), a settlement agreement entered into by
11 Respondent pursuant to 11 U.S.C. § 523(a)(19)(B)(ii), and a court order for damages, fine, penalty,
12 citation, restitution payment, disgorgement payment, attorney fee, cost or other payment owed by
13 Respondent pursuant to 11 U.S.C. § 523(a)(19)(B)(iii).

14 7. By consenting to the entry of this Order, Respondent agrees not to take any action or
15 to make, or permit to be made, any public statement denying, directly or indirectly, any Finding of
16 Fact or Conclusion of Law in this Order or creating the impression that this Order is without factual
17 basis.

18 8. While this Order settles this administrative matter between Respondent and the
19 Commission with respect to the three purchasers described herein, Respondent understands that this
20 Order does not preclude the Commission from instituting other administrative or civil proceedings
21 based on any other conduct, offers, sales or transactions.

22 9. Respondent understands that this Order does not preclude the Commission from
23 referring this matter to any governmental agency for administrative, civil, or criminal proceedings
24 that may be related to the matters addressed by this Order.

1 10. Respondent understands that this Order does not preclude any other agency or
2 officer of the state of Arizona or its subdivisions from instituting administrative, civil, or criminal
3 proceedings that may be related to matters addressed by this Order.

4 11. Respondent agrees that it will not apply to the state of Arizona for registration as a
5 securities dealer or salesman or for licensure as an investment adviser or investment adviser
6 representative until such time as all restitution and penalties under this Order are paid in full.

7 12. Respondent agrees that it will not exercise any control over any entity that offers or
8 sells securities or provides investment advisory services within or from Arizona until such time as
9 all restitution and penalties under this Order are paid in full.


10 13. Respondent agrees that it will continue to cooperate with the Securities Division
11 including, but not limited to, providing complete and accurate testimony at any hearing in this
12 matter and cooperating with the state of Arizona in any related investigation or any other matters
13 arising from the activities described in this Order.

14 14. Respondent consents to the entry of this Order and agrees to be fully bound by its
15 terms and conditions.

16 15. Respondent acknowledges and understands that if Respondent fails to comply with
17 the provisions of the order and this consent, the Commission may bring further legal proceedings
18 against Respondent, including application to the superior court for an order of contempt.

19 16. Respondent understands that default shall render Respondent liable to the
20 Commission for its costs of collection, including reasonable attorneys' fees and interest at the
21 maximum legal rate.

22 17. Respondent agrees and understands that if Respondent fails to make any payment as
23 required in the Order, any outstanding balance shall be in default and shall be immediately due and
24 payable without notice or demand. Respondent agrees and understands that acceptance of any
25 partial or late payment by the Commission is not a waiver of default by the Commission.
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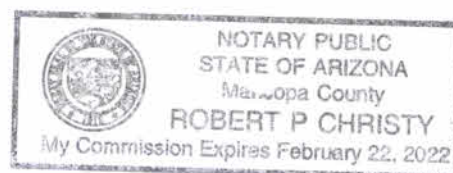
Now Mining, LLC
By: Agetro FWH, LLC, its manager,
By: Luis Ortega, its manager,


Luis Ortega, manager

SUBSCRIBED AND SWORN TO BEFORE me this 11 day of 02, 2021.


NOTARY PUBLIC

1002-22-2022



SERVICE LIST FOR: My Trader Coin *et al.*

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Alan Baskin
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Attorney for Respondent Sifuentes (limited appearance)